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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

MOTORS LIQUIDATION COMPANY, et al.,
f/k/a General Motors Corp., et al.,

Debtor.

Chapter 11

Case No. 09-50026 (REG)

(Jointly Administered)

**JOINT STIPULATION AND PROPOSED ORDER TO WITHDRAW
TERMINATION OF ASSIGNMENT AND TO WITHDRAW OBJECTION TO
TRANSFER OF CLAIM NO. 70347**

(Refers to Dkt. Nos. 6377, 6896, 6897)

The parties to this contested matter, Transferor Dale Earnhardt, Inc. ("DEI") and
Transferee The Seaport Group LLC ("Seaport") (collectively, the "Parties"), through
their undersigned counsel, submit this Joint Stipulation and Proposed Order to Withdraw

Termination of Assignment and to Withdraw Objection to Transfer of Claim No. 70347,
(the "Stipulation and Proposed Order") as follows:

WHEREAS, the Parties entered into an Assignment of Claim and Settlement Agreement, effective July 16, 2010 (the "Assignment Agreement"), whereby DEI assigned and transferred its bankruptcy claim in this proceeding for a value of \$3,031,180.00, amended Claim No. 70347 (the "Claim"), to Seaport;

WHEREAS, on August 10, 2010, DEI submitted an objection to the Notice of Transfer to this court (Dkt. No. 6377, the "Objection");

WHEREAS, on August 18, 2010, DEI sent a notice of termination to Seaport purporting to terminate the Assignment Agreement (the "DEI Termination");

WHEREAS, on September 10, 2010, Seaport filed a Response to DEI's Objection and certain accompanying materials in support of its Response (Dkt. Nos. 6896, 6897);

WHEREAS, the Parties have decided to resolve their dispute and to withdraw the DEI Termination and the pending Objection, and to honor the obligations of the Assignment Agreement, including Seaport's payment obligations;

THEREFORE, the Parties hereby STIPULATE AND AGREE, and request that this Court enter an ORDER, as follows:

1. The DEI Termination is hereby withdrawn.
2. The DEI Objection (Dkt. No. 6377) is hereby withdrawn and dismissed with prejudice.
3. The Assignment Agreement is final, binding and not terminated, subject to the understanding below regarding future deadlines in the Assignment Agreement.

4. For purposes of any deadlines in the Assignment Agreement, the "Payment Date" as used in the Assignment Agreement shall refer to one (1) business day after the docket in this action reflects that this Court has "So Ordered" this Stipulation and Proposed Order.

5. The Parties request that the hearing on DEI's Objection calendared for September 17, 2010 at 9:45 a.m. be taken off calendar and be canceled.

STIPULATED AND AGREED:
September 16, 2010

MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND
POPEO, P.C.

By: 

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Attorneys for Transferee The Seaport Group LLC

Dated: New York, New York
_____, 2010

SO ORDERED: _____

HON. ROBERT E. GERBER
U.S. Bankruptcy Judge. S.D.N.Y.